

# HOGAN & HARTSON

L.L.P.

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WASHINGTON DC 20004-1109  
(202) 637-5600

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(202) 637-6418

March 14, 1994

BY HAND DELIVERY

D100141017

Mr. Sydney L. Strickland  
Secretary  
Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Washington, D.C. 20432

RECORDATION NO. 7949-8  
FILED 1425  
MAR 14 1994 - 11 15 AM  
INTERSTATE COMMERCE COMMISSION

Dear Mr. Sydney L. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one original executed copy and two photostatic copies of the following documents:

Ninth Supplemental Equipment Trust Agreement, dated as of February 16, 1994, between Union Tank Car and PNC Bank, N.A., as "Trustee."

Bill of Sale from the Trustee to Union Tank Car Company.

The names and addresses of the aforementioned parties to the enclosed documents are:

Union Tank Car Company  
39 South LaSalle Street  
Chicago, Illinois 60603

HOGAN & HARTSON

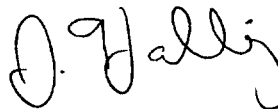
Mr. Syndey L. Strickland  
March 14, 1994  
Page 2

PNC Bank, N.A.  
formerly known as  
Pittsburgh National Bank  
One Oliver Plaza  
210 Sixth Avenue  
Pittsburgh, Pennsylvania 15265

Enclosed is a check in the amount of \$18.00 payable to the order of the Interstate Commerce Commission, covering the required recordation fee. Kindly return two stamped photostatic copies of the enclosed document, as well as a stamped photostatic copy of this letter by return messenger.

Please feel free to contact me with any questions that you may have concerning the above.

Sincerely,



Jennifer M. Halliday  
Legal Assistant

Enclosure(s)

cc: Patick J. Allen, Esq.  
Peter F. Rousselot, Esq.

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

3/14/94

OFFICE OF THE SECRETARY

Jennifer M. Halliday  
Legal Assistant  
Hogan & Hartson  
555 13th St N.W.  
Washington, D.C. 20004-1109

Dear Ms. Halliday:

The enclosed document(s) was recorded pursuant to the provisions  
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,  
on 3/14/94 at 11:15am, and assigned  
recordation number(s). 7947-R & 7949-S 8598-V & 8598-W

Sincerely yours,

Secretary  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

NINTH SUPPLEMENTAL TRUST AGREEMENT  
UNION TANK CAR COMPANY (SERIES 12)

RECORDATION NO. 7942 R  
MAR 14 1994 - 11 15 AM  
FILED 1425  
INTERSTATE COMMERCE COMMISSION

THIS NINTH SUPPLEMENTAL TRUST AGREEMENT, dated as of February 16, 1994, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and Pittsburgh National Bank ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated as of June 1, 1975, providing for the issue of its Equipment Certificates (Series 12) in the aggregate principal amount of \$50,000,000.

B. Company desires to comply with Section 5.06 of the Trust Agreement by the execution of a Supplement thereto, to evidence the inclusion of Equipment as a part of the Trust Equipment under the Trust Agreement.

Agreement

Company hereby covenants and agrees with Trustee, for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

1. Substitution of Equipment. The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.

2. Substituted Equipment Subject to Trust Agreement. The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.

3. Concerning Trustee. Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. Without limiting the generality of the foregoing, Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statement of Company. Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.

4. Miscellaneous. Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. The Supplemental Trust Agreement may be executed in any number of counterparts, each of which shall be an original.

Company and Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date first stated above.

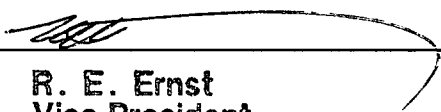
UNION TANK CAR COMPANY

By:   
R. C. Gluth,  
Executive Vice President

Attest:

  
Robert W. Webb, Secretary

PITTSBURGH NATIONAL BANK

By:   
R. E. Ernst  
Vice President

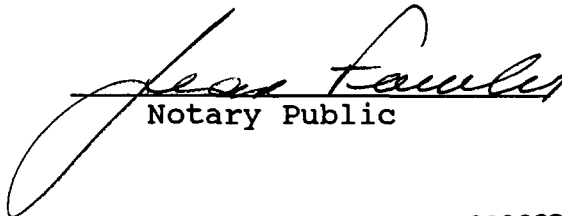
Attest:

  
Trust Officer

UTC2044

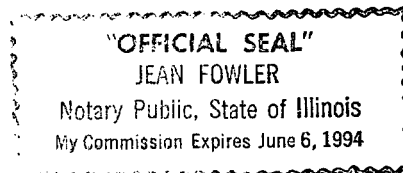
STATE OF ILLINOIS     )  
                              )  
COUNTY OF COOK        )     SS

On February 16, 1994, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

  
Notary Public

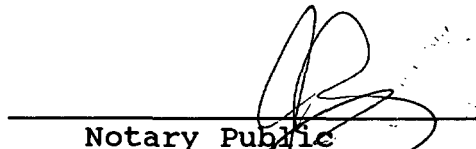
My Commission Expires:

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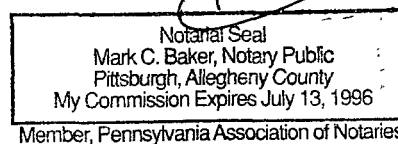
STATE OF PENNSYLVANIA)  
                              )  
COUNTY OF Allegheny     SS

On this 28 day of February, 1994, before me personally came REEMST, to me known, who, being by me duly sworn, did depose and say that he/she is Vice President of Pittsburgh National Bank, one of the corporations described in and which executed the foregoing instrument; that he/she knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he/she signed his/her name thereto by like order.

  
Notary Public

My Commission Expires:

\_\_\_\_\_



PROGRAM ACTB1025

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
SCHEDULE A - DESCRIPTION OF EQUIPMENT  
FOR SUBSTITUTION

RUN DATE: 02/15/94

CERTIFICATE TRUST SERIES: R012

QUANTITY -----	A.A.R. MECHANICAL DESIG. CODE -----	CAPACITY IN GALLONS -----	ROAD NUMBERS -----
2	TP1	33,800	UTLX98648-UTLX98649
-----			
2	TOTAL		

PROGRAM ACTB1027

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
SCHEDULE B - DESCRIPTION OF RETIRED EQUIPMENT  
TERMINATED EQUIPMENT

RUN DATE: 02/15/94

CERTIFICATE TRUST SERIES: R012

QUANTITY -----	A.A.R. MECHANICAL DESIG. CODE -----	CAPACITY IN GALLONS -----	ROAD NUMBERS -----
4	GONC	4,000	UNPX102026,UNPX102034,UNPX102134,UNPX102161
-----			
4	TOTAL		